

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

RTI HOLDING COMPANY, LLC,¹

Debtors.

Chapter 11

Case No. 20-12456 (JTD)

(Jointly Administered)

Re: Docket Nos. 353, 761, 1093, 1099, 1119

**CERTIFICATION OF COUNSEL REGARDING FINDINGS OF FACT,
CONCLUSIONS OF LAW, AND ORDER CONFIRMING THE DEBTORS'
SECOND AMENDED CHAPTER 11 PLAN, AS MODIFIED**

The undersigned hereby certifies that:

1. On November 6, 2020, the debtors and debtors in possession (collectively, the “Debtors”), in the above-captioned cases, filed the *Debtors’ Chapter 11 Plan* [Docket No. 353] (as it may be amended or modified, the “Plan”).
2. On December 21, 2020, the Debtors filed the *Debtors’ Amended Chapter 11 Plan* [Docket No. 761] (the “Amended Plan”). A blackline of the Amended Plan [Docket No. 749] was filed on December 18, 2020.

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s U.S. tax identification number are as follows: RTI Holding Company, LLC (4966); Ruby Tuesday, Inc. (5239); Ruby Tuesday, LLC (1391); RTBD, LLC (6505); RT of Carroll County, LLC (8836); RT Denver Franchise, L.P. (2621); RT Detroit Franchise, LLC (8738); RT Distributing, LLC (6096); RT Finance, LLC (7242); RT FL Gift Cards, Inc. (2189); RT Florida Equity, LLC (7159); RT Franchise Acquisition, LLC (1438); RT of Fruitland, Inc. (1103); RT Indianapolis Franchise, LLC (6016); RT Jonesboro Club (2726); RT KCMO Franchise, LLC (7020); RT Kentucky Restaurant Holdings, LLC (7435); RT Las Vegas Franchise, LLC (4969); RT Long Island Franchise, LLC (4072); RT of Maryland, LLC (7395); RT Michiana Franchise, LLC (8739); RT Michigan Franchise, LLC (8760); RT Minneapolis Franchise, LLC (2746); RT Minneapolis Holdings, LLC (7189); RT New England Franchise, LLC (4970); RT New Hampshire Restaurant Holdings, LLC (7438); RT New York Franchise, LLC (1154); RT Omaha Franchise, LLC (7442); RT Omaha Holdings, LLC (8647); RT One Percent Holdings, LLC (6689); RT One Percent Holdings II, LLC (2817); RT Orlando Franchise, LP (5105); RT Restaurant Services, LLC (7283); RT South Florida Franchise, LP (3535); RT Southwest Franchise, LLC (9715); RT St. Louis Franchise, LLC (6010); RT Tampa Franchise, LP (5290); RT Western Missouri Franchise, LLC (6082); RT West Palm Beach Franchise, LP (0359); RTTA, LP (0035); RTT Texas, Inc. (2461); RTTT, LLC (9194); Ruby Tuesday of Allegany County, Inc. (8011); Ruby Tuesday of Bryant, Inc. (6703); Ruby Tuesday of Columbia, Inc. (4091); Ruby Tuesday of Frederick, Inc. (4249); Ruby Tuesday of Linthicum, Inc. (8716); Ruby Tuesday of Marley Station, Inc. (1641); Ruby Tuesday of Pocomoke City, Inc. (0472); Ruby Tuesday of Russellville, Inc. (1601); and Ruby Tuesday of Salisbury, Inc. (5432). The Debtors’ mailing address is 333 East Broadway Ave., Maryville, TN 37804.

3. On February 10, 2021, the Debtors filed the *Debtors' Second Amended Chapter 11 Plan* [Docket No. 1093] (the "Second Amended Plan") and related blackline [Docket No. 1094].

4. On February 9, 2021, the Debtors filed the *Notice of Filing of Proposed Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' Second Amended Chapter 11 Plan* [Docket No. 1099] (the "Proposed Confirmation Order").

5. On February 11, 2021, the Debtors filed the *Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' Second Amended Chapter 11 Plan, as Modified* [Docket No. 1119] (the "Revised Proposed Confirmation Order").

6. On February 11, 2021, the Court conducted a hearing to consider approval of confirmation of the Second Amended Plan (the "Hearing").

7. Attached hereto as **Exhibit A** is the *Findings of Fact, Conclusions of Law, and Order Confirming the Debtors' Second Amended Chapter 11 Plan, as Modified* (the "Further Revised Proposed Confirmation Order"). The Further Revised Proposed Confirmation Order reflects rulings of the Court and agreement of the parties.

8. Attached hereto as **Exhibit B** is a blackline showing changes to the Further Revised Proposed Confirmation Order against the Revised Proposed Confirmation Order.

9. Accordingly, the Debtors respectfully request entry of the Further Revised Proposed Confirmation Order at the Court's earliest convenience.

Dated: February 16, 2021
Wilmington, Delaware

PACHULSKI STANG ZIEHL & JONES LLP

/s/ James E. O'Neill

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